MARVEL

SHINICK
CHECCHETTO
FRENZ
BUSCEMA
ROSENBERG

012

SUPERIOR SPIDER-MAN TEAM-UP

In a last-ditch effort to save himself from death, Otto Octavius swapped minds with Spider-Man, leaving Peter Parker to die in his place. Taking on Peter's sense of responsibility, Otto became the Superior Spider-Man. But when he came face-to-face with Norman Osborn, the Green Goblin, Otto remembered back to a time when he and Norman were friends preparing for the ultimate team-up. But their friendly rivalry to be Spider-Man's greatest foe took a terrible turn when Norman infected the one woman Otto had loved with a deadly virus. This story takes place within those memories.

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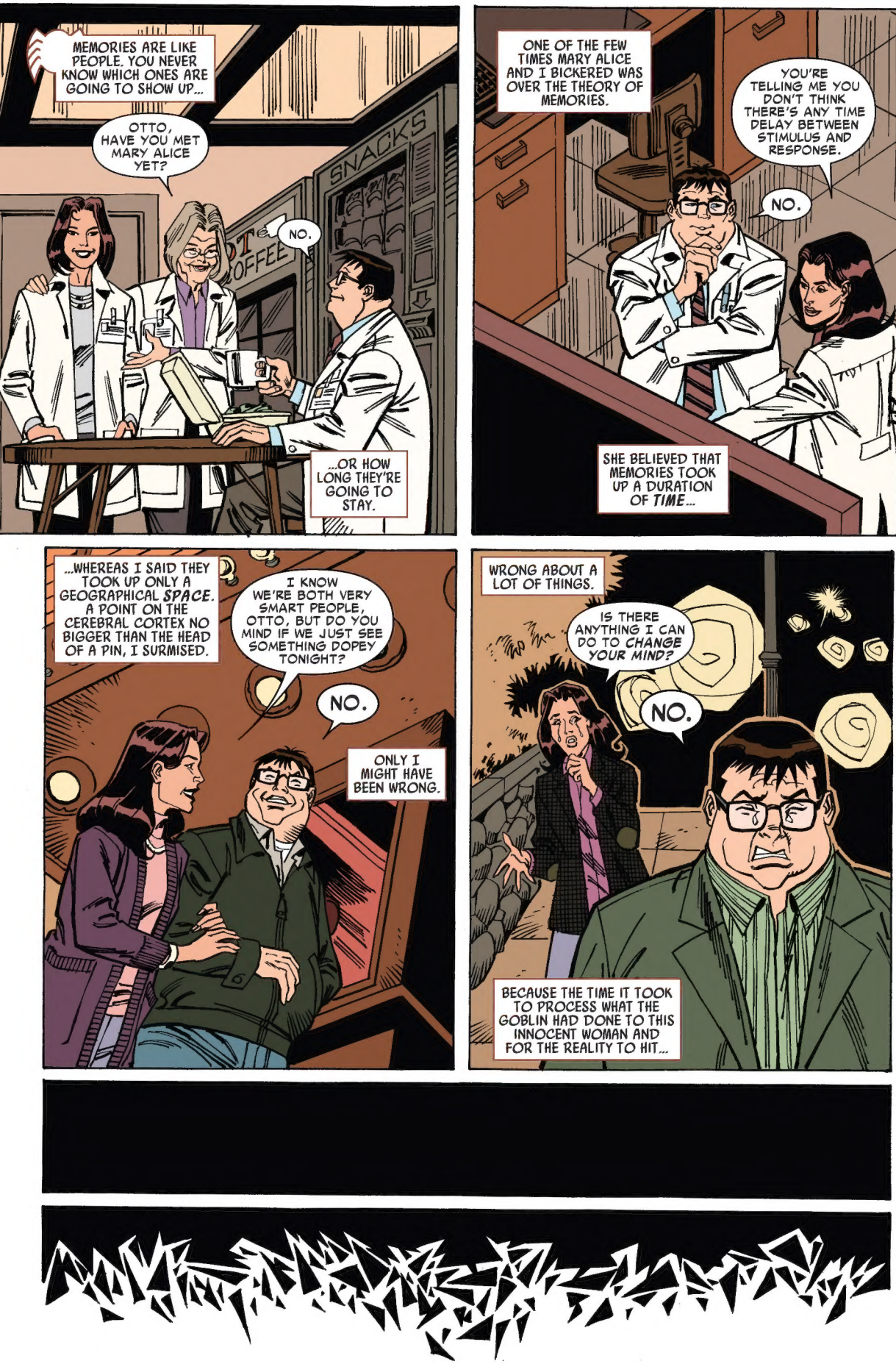
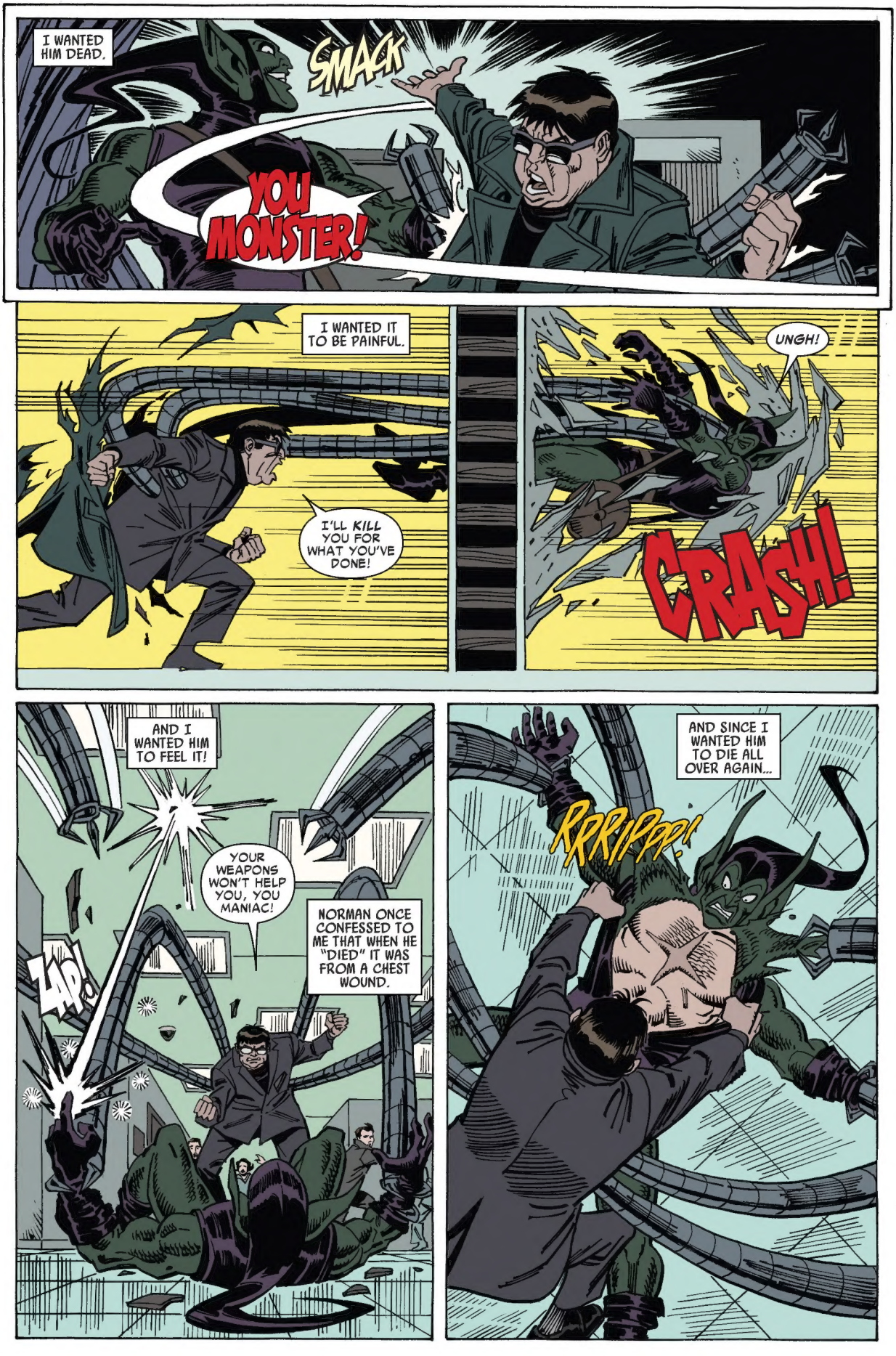

MEMORIES ARE LIKE PEOPLE. YOU NEVER KNOW WHICH ONES ARE GOING TO SHOW UP...
OTTO, HAVE YOU MET MARY ALICE YET?
SNACKS
NO.
...OR HOW LONG THEY'RE GOING TO STAY.
ONE OF THE FEW TIMES MARY ALICE AND I BICKERED WAS OVER THE THEORY OF MEMORIES.
YOU'RE TELLING ME YOU DON'T THINK THERE'S ANY TIME DELAY BETWEEN STIMULUS AND RESPONSE.
NO.
SHE BELIEVED THAT MEMORIES TOOK UP A DURATION OF TIME...
...WHEREAS I SAID THEY TOOK UP ONLY A GEOGRAPHICAL SPACE. A POINT ON THE CEREBRAL CORTEX NO BIGGER THAN THE HEAD OF A PIN, I SURMISED.
I KNOW WE'RE BOTH VERY SMART PEOPLE, OTTO, BUT DO YOU MIND IF WE JUST SEE SOMETHING DOPEY TONIGHT?
NO.
ONLY I MIGHT HAVE BEEN WRONG.
WRONG ABOUT A LOT OF THINGS.
IS THERE ANYTHING I CAN DO TO CHANGE YOUR MIND?
NO.
BECAUSE THE TIME IT TOOK TO PROCESS WHAT THE GOBLIN HAD DONE TO THIS INNOCENT WOMAN AND FOR THE REALITY TO HIT...

FELT LIKE A LIFETIME.
NOO
OOO
NORMAN OSBORN WAS BELIEVED TO BE DEAD.
I WISHED THAT WAS THE CASE.
BECAUSE HE FOUND THE ONE PERSON WHO MEANT SOMETHING TO ME AND INFECTED HER WITH A DEADLY VIRUS.


I WANTED HIM DEAD.
SMACK
YOU MONSTER!
I WANTED IT TO BE PAINFUL.
I'LL KILL YOU FOR WHAT YOU'VE DONE!
UNGH!
CRASH!
AND I WANTED HIM TO FEEL IT!
YOUR WEAPONS WON'T HELP YOU, YOU MANIAC!
NORMAN ONCE CONFESSED TO ME THAT WHEN HE "DIED" IT WAS FROM A CHEST WOUND.
ZAP!
AND SINCE I WANTED HIM TO DIE ALL OVER AGAIN...
RRRIPPP!

THAT'S WHERE I STRIKE.

AND STRIKE.

AND STRIKE.

AND STRIKE.

BAM!

BAM!

THE MORE I POUNDED, THE MORE I REALIZED I WASN'T TRYING TO DESTROY HIS HEART...

AND STRIKE.

BAM!

I WAS TRYING TO DESTROY MY OWN.

AND STRIKE.

STOP IT FROM *FEELING*.

AND STRIKE.

FROM *CARING*.

AND STRIKE.

FROM *BEATING*.

BAM! BAM! BAM!

BAM!

AND STRIKE.

BECAUSE I KNEW I HAD BROUGHT THIS HORROR ON MYSELF BY DOING BUSINESS WITH THE DEVIL.

AND STRIKE.

BUT IT WASN'T WORKING.

AND STRIKE.

IN FACT, THE MORE I PUNCHED HIM, THE MORE I WAS PROVING HIS POINT.

THAT WHILE HE WAS THE ONE TAKING THE PHYSICAL BEATING...

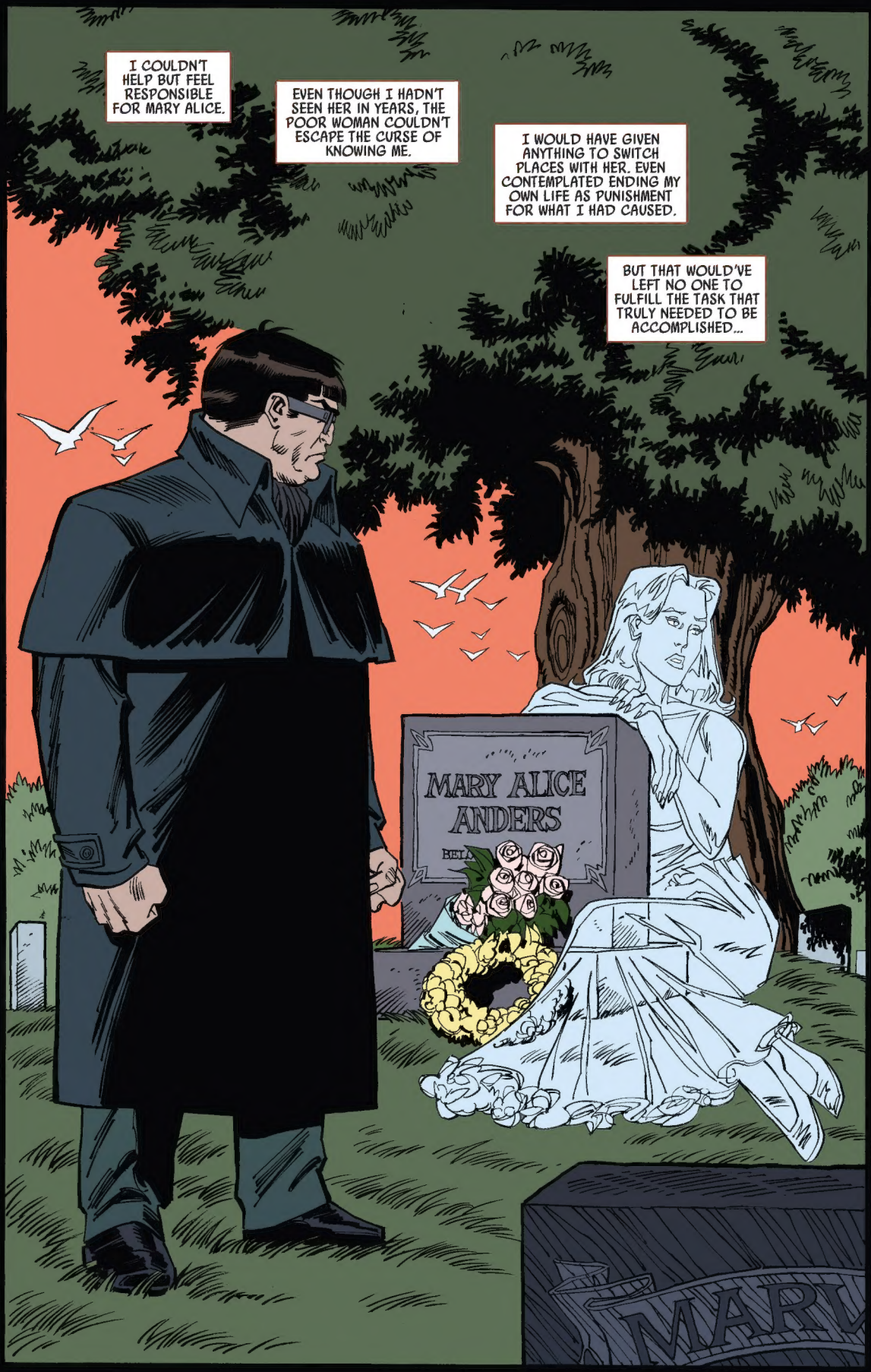
AND STRIKE.

I WAS THE ONE WHO WOULD NEVER RECOVER.

BAM!

BECAUSE THAT WAS HIS PLAN THE WHOLE TIME. QUITE POSSIBLY FROM THE BEGINNING EVEN.
PLAYED OUT WITH THE COLDEST OF CALCULATIONS, RIGHT DOWN TO KNOWING THAT MY REACTION WOULD ATTRACT THE ATTENTION HE NEEDED.
SSSSPIDER-MAN...IS... COMING.
OTTO?
HUH?
WHAT ARE YOU DOING HERE?
AND AS A RESULT, THE LAST WORDS I SPOKE TO THE ONLY WOMAN I HAD EVER LOVED...
I...
HE...
WERE BARELY WORDS AT ALL.
AND MY EXIT...
HARDLY A FAREWELL.

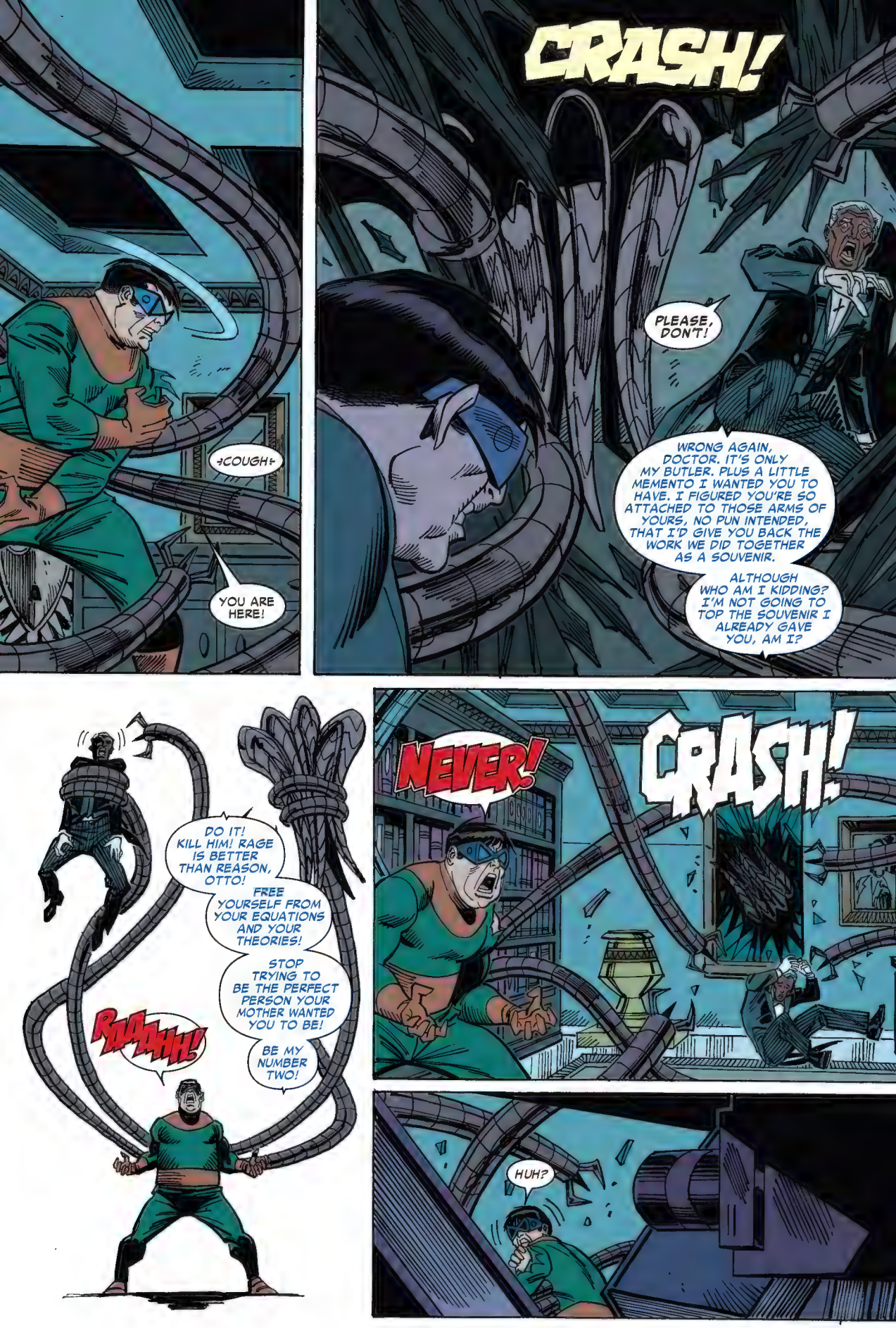
IT WAS MY INSISTENCE THAT SCIENCE ALONE WAS ENOUGH TO KILL SPIDER-MAN THAT DROVE NORMAN TO CREATE THIS NIGHTMARE...
SO OF COURSE I BELIEVED THAT SCIENCE ALONE COULD WAKE ME FROM IT.
I SWORE THAT I WOULD WORK TIRELESSLY TO FIND A CURE FOR MARY ALICE. LETTING NOTHING STAND IN MY WAY.
NOT THE POLICE...
NOT SPIDER-MAN...
NOT NATURE ITSELF.
IT SEEMS CARTOONISH NOW. A GENIUS MIND SCREAMING AT NATURE, ATTEMPTING TO DEFY THE GODS...
BUT THE TRUTH IS I WASN'T THE BRILLIANT SCIENTIST I AM TODAY.
AND SO I FAILED.
SEE SPIDER-MAN UNLIMITED #3.
RESULTS: NEGATIVE


I COULDN'T HELP BUT FEEL RESPONSIBLE FOR MARY ALICE.
EVEN THOUGH I HADN'T SEEN HER IN YEARS, THE POOR WOMAN COULDN'T ESCAPE THE CURSE OF KNOWING ME.
I WOULD HAVE GIVEN ANYTHING TO SWITCH PLACES WITH HER. EVEN CONTEMPLATED ENDING MY OWN LIFE AS PUNISHMENT FOR WHAT I HAD CAUSED.
BUT THAT WOULD'VE LEFT NO ONE TO FULFILL THE TASK THAT TRULY NEEDED TO BE ACCOMPLISHED...
MARY ALICE
ANDERS

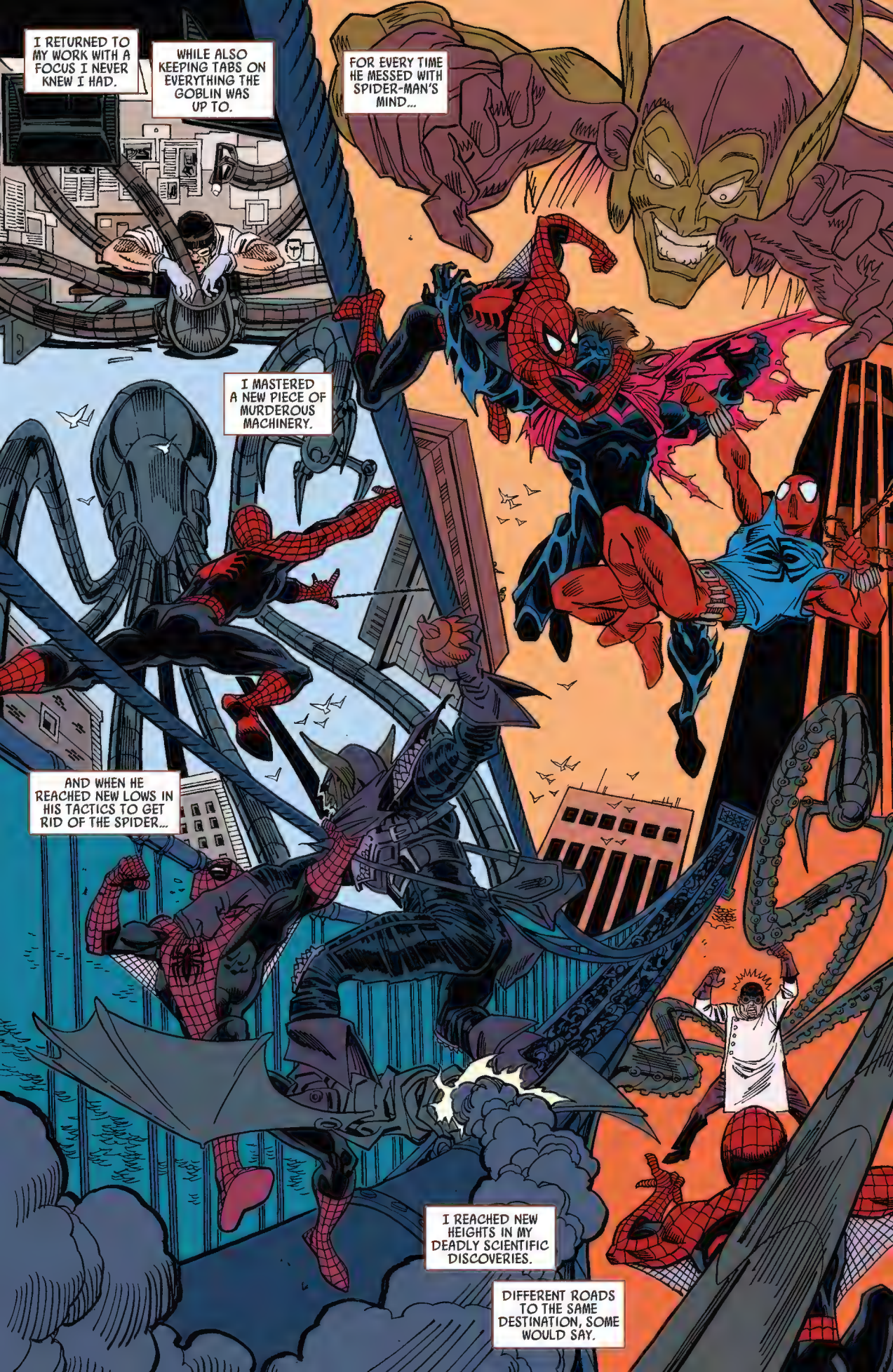
THE DEATH OF THE GREEN GOBLIN.
SHOW YOURSELF, NORMAN!
WELCOME BACK, OTTO. YOU LOOK A LITTLE TIRED. EVERYTHING ALL RIGHT?
DON'T TOY WITH ME, YOU SON OF A--
SWOOSH!

FACE ME, YOU COWARD! YOU WANTED TO TOUGHEN ME UP? WELL, YOU DID IT! NOW FACE THE WRATH OF A MAN WHO HAS NOTHING TO LOSE.
NOTHING TO LOSE? MY DEAR MAN. HAVE YOU NOT BEEN PAYING ATTENTION?
THERE'S ALWAYS SOMETHING TO LOSE.
RRRIP!
AND IF YOU'LL JOIN ME IN THE STUDY, I'LL BE HAPPY TO KEEP PROVING IT TO YOU.
RRAAAHHHH!
SMASH!
CRASH!
CRASH!
YOU'LL RUE THE DAY, YOU MISERABLE BEAST!
I'LL MAKE YOU WISH YOU NEVER--
GASP!

BAM! BAM!
PING
PANG
PANG
PING
BAM!
PING
PANG
BAM! BAM!
YOU DARE MARCH INTO MY SECRET LAIR ALONE?
BAM!
AHHH!
I DON'T NEED ANY HELP TO RIP YOU LIMB FROM LIMB!
HA! HA! HA! HA! HA!
YOU POOR FOOL. I'M NOT EVEN THERE, OTTO.
HELL, I'M NOT EVEN IN THE COUNTRY. I'M AWAY ON BUSINESS.
YOU'RE LYING! YOU'RE HIDING. AFRAID OF ME.
OH, I KNOW YOU WISH THAT TO BE TRUE. BUT TO BE HONEST, WHILE THIS TRAGEDY WILL FOREVER SHAPE YOUR LIFE...
THERE'S A CHANCE I WON'T EVEN REMEMBER IT.
THUMP!
CRASH!
BAM!
IT WAS THAT INCONSEQUENTIAL.
WHY DID YOU DO IT, NORMAN? I KNOW WHY YOU SAID YOU DID IT, BUT REALLY, WHY?
I THOUGHT WE SHARED SOMETHING.
WE DID, OTTO.
WE SHARED A FUNDAMENTAL DIFFERENCE.
BUT HOPEFULLY NOW YOU SHARE MY VIEWS.


CRASH!
PLEASE, DON'T!
WRONG AGAIN, DOCTOR. IT'S ONLY MY BUTLER. PLUS A LITTLE MEMENTO I WANTED YOU TO HAVE. I FIGURED YOU'RE SO ATTACHED TO THOSE ARMS OF YOURS, NO PUN INTENDED, THAT I'D GIVE YOU BACK THE WORK WE DID TOGETHER AS A SOUVENIR.
ALTHOUGH WHO AM I KIDDING? I'M NOT GOING TO TOP THE SOUVENIR I ALREADY GAVE YOU, AM I?
+COUGH+
YOU ARE HERE!
DO IT! KILL HIM! RAGE IS BETTER THAN REASON, OTTO!
FREE YOURSELF FROM YOUR EQUATIONS AND YOUR THEORIES!
STOP TRYING TO BE THE PERFECT PERSON YOUR MOTHER WANTED YOU TO BE!
BE MY NUMBER TWO!
RAAAHH!
NEVER!
CRASH!
HUH?

LISTEN TO ME, NORMAN. I KNOW THAT GOBLIN FORMULA CAN PROTECT YOUR BODY, BUT IT CAN DO NOTHING FOR YOUR EGO. AND THAT'S WHERE I'M GOING TO HIT YOU THE HARDEST. BECAUSE I AM GOING TO WIN! DO YOU HEAR ME?! I'M GOING TO STICK TO MY WAYS AND I'M GOING TO BE THE ONE WHO DEFEATS SPIDER-MAN.
IT MIGHT NOT BE TODAY, IT MIGHT NOT BE THIS YEAR, BUT YOU HAVE MY WORD THAT OUR PATHS WILL NOT CROSS AGAIN UNTIL I HAVE KILLED THE SPIDER AND CROWNED MYSELF HIS SUPERIOR ENEMY.
AND SO MY QUEST TO DESTROY SPIDER-MAN BECAME TWO-FOLD.
INSTEAD OF THE ENEMY OF MY ENEMY BEING MY FRIEND...
HE BECAME MY INSPIRATION.
MY DRIVE.
MY NEMESIS.
FOR I KNEW, THAT WHEREVER NORMAN WAS, AND DESPITE WHAT HE HAD SAID...
THE FEAR OF LOSING WAS ALREADY CONSUMING HIM.


I RETURNED TO MY WORK WITH A FOCUS I NEVER KNEW I HAD.
WHILE ALSO KEEPING TABS ON EVERYTHING THE GOBLIN WAS UP TO.
FOR EVERY TIME HE MESSED WITH SPIDER-MAN'S MIND...
I MASTERED A NEW PIECE OF MURDEROUS MACHINERY.
AND WHEN HE REACHED NEW LOWS IN HIS TACTICS TO GET RID OF THE SPIDER...
I REACHED NEW HEIGHTS IN MY DEADLY SCIENTIFIC DISCOVERIES.
DIFFERENT ROADS TO THE SAME DESTINATION, SOME WOULD SAY.

YET NEITHER GOBLIN NOR I COULD EVER SEAL THE DEAL.
BE IT THROUGH SCIENCE OR SAVAGERY, THE STENCH OF FAILURE PERMEATED OUR BEINGS.
BUT LIKE TWO HEAVYWEIGHTS FIGHTING TO WIN THE TITLE...
WE KEPT AT IT...

...FOR FAR TOO LONG.
UNTIL FINALLY I DECIDED THAT THE WAY TO PROVE I WAS THE SUPERIOR ENEMY...
...WAS TO BECOME THE SUPERIOR HERO.
AND IT WORKED. NOT ONLY DID I ELIMINATE THE INFERIOR SPIDER-MAN THROUGH SCIENCE...
...IT GAVE ME A SECOND CHANCE AT LIFE.
PARKER INDUSTRIES
AND A SECOND CHANCE AT LOVE.
AND A SECOND CHANCE AT REDEMPTION.
DAILY BUGLE
MAYOR JAMESON BACKS SPIDER-MAN.
BUT OF COURSE, THE MORE THINGS CHANGE...
...THE MORE THEY STAY THE SAME.

AND HISTORY HAS A WAY OF REPEATING ITSELF.

YOU'RE A GENIUS, OTTO.

CERTAIN THINGS FELT ALL TOO FAMILIAR.

I DON'T APPROVE OF YOU SEEING THIS GIRL.

MOM!

I REMEMBER THINKING I WOULD HAVE WILLINGLY SWITCHED PLACES IF IT MEANT I COULD'VE SAVED MARY ALICE.

I INFECTED HER BLOOD WITH A DEADLY VIRUS.

YOU'RE BRILLIANT, PETE.

AND WHILE IT WAS A LIFETIME BEFORE I WOULD FIND SOMEONE LIKE MARY ALICE AGAIN.

I'M NOT PREJUDICED BUT YOU CAN'T BLAME AN OLD WOMAN FOR WORRYING ABOUT GRANDCHILDREN...

MAY!

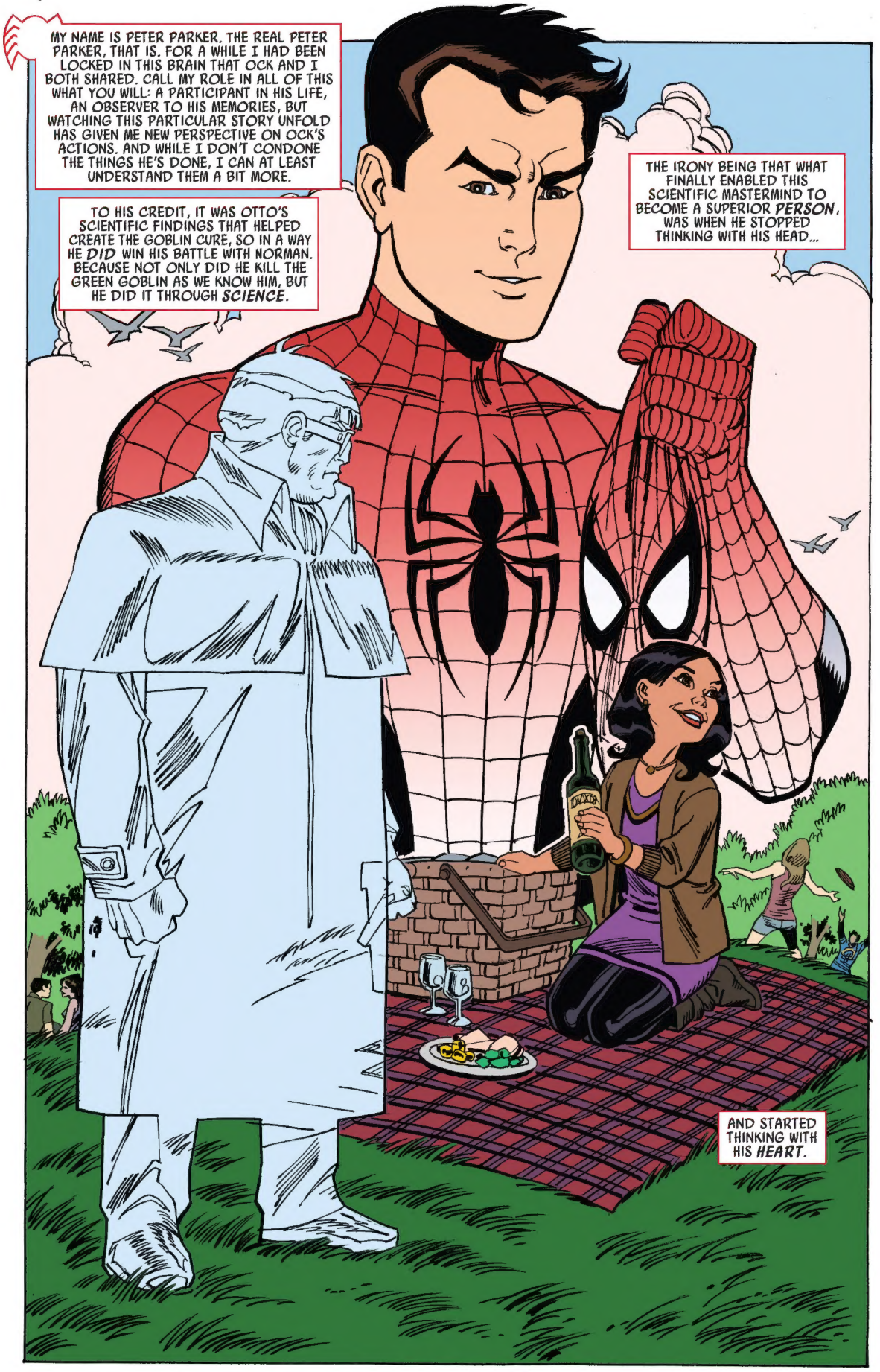
COMFY, ANNA MARIA?

SO THIS TIME, WITH THE BETTER MAN WAITING IN THE WINGS.

I DID.

HE DID.

HE SWITCHED PLACES WITH ME, SAVING BOTH ANNA MARIA AND MYSELF.


MY NAME IS PETER PARKER. THE REAL PETER PARKER, THAT IS. FOR A WHILE I HAD BEEN LOCKED IN THIS BRAIN THAT OCK AND I BOTH SHARED. CALL MY ROLE IN ALL OF THIS WHAT YOU WILL: A PARTICIPANT IN HIS LIFE, AN OBSERVER TO HIS MEMORIES, BUT WATCHING THIS PARTICULAR STORY UNFOLD HAS GIVEN ME NEW PERSPECTIVE ON OCK'S ACTIONS. AND WHILE I DON'T CONDONE THE THINGS HE'S DONE, I CAN AT LEAST UNDERSTAND THEM A BIT MORE.
TO HIS CREDIT, IT WAS OTTO'S SCIENTIFIC FINDINGS THAT HELPED CREATE THE GOBLIN CURE, SO IN A WAY HE *DID* WIN HIS BATTLE WITH NORMAN. BECAUSE NOT ONLY DID HE KILL THE GREEN GOBLIN AS WE KNOW HIM, BUT HE DID IT THROUGH *SCIENCE*.
THE IRONY BEING THAT WHAT FINALLY ENABLED THIS SCIENTIFIC MASTERMIND TO BECOME A SUPERIOR *PERSON*, WAS WHEN HE STOPPED THINKING WITH HIS HEAD...
AND STARTED THINKING WITH HIS *HEART*.

AS FOR ME, I'M JUST HAPPY TO BE BACK. A LOT HAS CHANGED IN MY LIFE, AND A LOT OF CONSEQUENCES NEED TO BE FACED.
BUT FOR THE TIME BEING IT FEELS GOOD TO LOOK IN THE MIRROR AND KNOW THAT BEHIND THOSE BABY BROWNS IS...
The AMAZING SPIDER-MAN